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Proposed Counsel to Debtor and Debtor in Possession
Charter Investment, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u> ,)	Case No. 09-11435
)	
)	
Debtors.)	Joint Administration Requested
)	

AGENDA FOR MARCH 30, 2009 HEARING

Time and Date of Hearing: **Monday, March 30, 2009 at 10:00 a.m.** (Prevailing Eastern Time)

Location of Hearing: The Honorable James M. Peck, Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, Courtroom 601, New York, New York 10004-1408

Copies of Motions: A copy of each pleading can be viewed on the Court's website at www.ecf.nysb.uscourts.gov and at the website of the Debtors'¹ proposed notice, claims and balloting agent, www.kccllc.net/charter

¹ The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach,

I. Introduction and Request for First Day Hearing

1. **“Introduction”** - Paul M. Basta, Partner, Kirkland & Ellis LLP
 - a. **“Doody Declaration”** - Declaration of Gregory L. Doody, Chief Restructuring Officer and Senior Counsel of Charter Communications, Inc., in Support of First Day Pleadings
 - b. **“Informational Brief”** - Debtors’ Memorandum on Reinstatement in Support of Approval of Disclosure Statement

II. Motions to Be Heard at the First Day Hearing

A. Procedural Motions

1. **“Joint Administration”** - Debtors’ Motion for Entry of an Order Directing Joint Administration of Related Chapter 11 Cases
2. **“Case Management Procedures”** - Debtors’ Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures
3. **“Kurtzman Carson Consultants LLC Retention”** - Debtors’ Application for Entry of an Order Authorizing and Approving the Retention of Kurtzman Carson Consultants LLC as Notice and Claims Agent for the Debtors
4. **“Consolidated Creditor List”** - Debtors’ Motion for Entry of an Order Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors’ 80 Largest Unsecured Creditors, and (C) Mail Initial Notices

B. Financing Motions

1. **“Cash Collateral”** - Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Adequate Protection Parties and (III) Scheduling a Final Hearing -- **Interim Relief**
2. **“Surety Bonds”** - Debtors’ Motion for Entry of Interim and Final Orders Authorizing Debtors to Enter Into DIP Surety Bond Program --

LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

Interim Relief

3. **“Cash Management”** - Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Continue Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Granting Postpetition Intercompany Claims Administrative Expense Priority, (C) Authorizing Continued Investment of Excess Funds in Investment Accounts and (D) Authorizing Continued Intercompany Arrangements and Historical Practices -- **Interim Relief**
4. **“NOLs”** - Debtors’ Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for Transfers of Common Stock -- **Interim Relief**

C. Operational Motions

1. **“Wages and Benefits”** - Debtors’ Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, the Debtors to (A) Pay Certain Prepetition Compensation and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Wages and Benefits Programs -- **Interim Relief**
2. **“Shippers/Lien Claimants”** - Debtors’ Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, Debtors to Pay Prepetition Claims of Shippers, Warehousemen and Miscellaneous Lien Claimants -- **Interim Relief**
3. **“Customer Programs”** - Debtors’ Motion for Entry of an Order Authorizing, But Not Directing, Debtors to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue Certain Customer Programs and Practices in the Ordinary Course of Business
4. **“Insurance”** - Debtors’ Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, Debtors to (A) Maintain Prepetition Insurance Policies, (B) Enter Into New Insurance Policies, (C) Maintain Premium Financing Agreements and (D) Enter Into New Premium Financing Agreements -- **Interim Relief**
5. **“Taxes”** - Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Remit and Pay Certain Taxes and Fees and (B) Authorizing and Directing Banks and Other Financial Institutions to Honor Related Checks and Electronic Payment Requests -- **Interim Relief**

III. Matter the Debtors Request that the Court Hear Shortly After the First Day Hearing

1. **“Scheduling”** - Joint Motion for Scheduling Conference

IV. Matters the Debtors Request that the Court Hear at the First Scheduled Omnibus Hearing

A. Retention Applications

1. **“K&E Retention”** - Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors In Possession Effective Nunc Pro Tunc to the Petition Date
2. **“AlixPartners Retention”** - Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of AlixPartners, LLP as Their Restructuring Advisor Nunc Pro Tunc to the Petition Date
3. **“Curtis, Mallet-Prevost Retention”** - Debtors’ Application for an Order Authorizing the Employment and Retention of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors, Nunc Pro Tunc to the Petition Date
4. **“Friend Hudak Retention”** - Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Friend Hudak and Harris, LLP as Special Telecommunications Counsel to the Debtors
5. **“Duff & Phelps Retention”** - Debtors’ Application for an Order Authorizing the Employment and Retention of Duff & Phelps, LLC as Valuation Consultants for the Debtors and Debtors In Possession Nunc Pro Tunc to the Petition Date

B. Motions

1. **“Utilities”** - Debtors’ Motion for Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services
2. **“OCP”** - Debtors’ Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business
3. **“Interim Compensation”** - Debtors’ Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals
4. **“De Minimis Asset Sale Procedures”** - Debtors’ Motion for Entry of an Order Approving Procedures for the Sale, Transfer or Abandonment of De Minimis Assets
5. **“All Trade”** - Debtors’ Motion for Entry of an Order Authorizing Payment of Prepetition Claims of Trade Creditors in the Ordinary Course of Business

6. **“Second Lien”** - Debtors’ Motion for Entry of an Order Granting Adequate Protection to Second Lien Secured Parties

V. **Matter the Debtors Request that the Court Hear Approximately 30 Days After the Petition Date**

1. **“Disclosure Statement”** - Debtors’ Motion for an Order (I) Approving the Disclosure Statement, (II) Establishing a Record Date for Voting on the Plan of Reorganization and the Rights Offering, (III) Approving Solicitation Packages and Procedures for the Distribution Thereof, (IV) Approving the Rights Offering Procedures and Rights Exercise Form, (V) Approving the Forms of Ballots and Manner of Notice, (VI) Approving the Commitment Agreements, (VII) Approving the Commitment Fees, (VIII) Establishing Procedures for Voting on the Plan and (IX) Establishing Notice and Objection Procedures for Confirmation of the Plan

New York, New York
Dated: March 29, 2009

/s/ Paul M. Basta

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